

PAGE ONE (1 panel)**Panel 1****SPLASH PAGE!**

We open with an action-packed image of SPIDER-MAN fighting the LIZARD. The LIZARD is on top of SPIDER-MAN as the two opponents crash right through a brick wall and into the middle of a small Manhattan exotic pet store.

In the background, there are all kinds of snakes and bizarre reptiles in glass terrariums. Innocent shoppers run for cover as the sparring supers burst onto the scene.

NOTE: Although the villain should look identical to the standard LIZARD, his clothing should be slightly different. Instead of a lab coat, the LIZARD should be wearing a slightly tattered white t-shirt. Why? Because this isn't really CURT CONNORS (as we'll soon discover)!

SPIDEY CAPTION:

I KNOW what you're THINKING...

SPIDEY CAPTION:

...but as COMPLETELY BIZARRE as this may LOOK, I've actually DONE THIS DANCE BEFORE. MORE TIMES than I can COUNT.

SFX (big, open):

KRASH!

LIZARD (burst):

HSSSSSSS!

SPIDER-MAN:

UNH!

SPIDEY CAPTION:

Fighting HUMAN-SIZED LIZARDS and OTHER ASSORTED SUPER-VILLAINS probably seems a bit ABNORMAL to the AVERAGE NEW YORKER.

SPIDEY CAPTION:

Luckily, I'm WAY ABOVE AVERAGE!

SPIDEY CAPTION:

I'm the AMAZING SPIDER-MAN. And for ME, THIS is about as NORMAL as it EVER GETS.

TITLE:**"EVIL ON A GRANDER SCALE"****CREDITS:****Marc Sumerak - writer****??? - artist****GURU-eFX -- colorist****Dave Sharpe - letterer****??? - production****??? - cover artist****Jordan White - assistant editor****Mark Paniccia -editor****Joe Quesada - editor in chief****Dan Buckley - publisher**

PAGE TWO (4 panels)

Panel 1 SPIDEY kicks the LIZARD back, freeing himself from the monster's savage attack.
Debris covers the floor from when they crashed through the wall. A few random animals have been freed from their cages.

SPIDER-MAN: You know, if you were LOW on LIZARD CHOW, you could have just SAID SOMETHING!

SPIDEY CAPTION: The LIZARD may LOOK like one of the NASTIEST CREATURES to ever ESCAPE from the BRONX ZOO...

Panel 2 LIZARD swings his tail violently towards SPIDEY, who manages to leap straight up at the last second to avoid it. LIZARD's tail ends up knocking over a display of pet toys instead.

SPIDEY CAPTION: ...but in REALITY, he's a CLOSE FRIEND OF MINE by the name of DR. CURT CONNORS.

SPIDER-MAN: WHOA! CAREFUL, Doc!
SPIDER-MAN: You BREAK it, you BUY it!

SFX: **SLAMM!**

SPIDEY CAPTION (small): Well, at least HE IS when he's HUMAN...

Panel 3 SPIDEY slowly starts to back out of the hole in the wall that they just made when they entered the store. Our hero is trying to talk the LIZARD down and end the needless violence. He really doesn't want to have to injure his old pal (who he knows is somewhere deep beneath the LIZARD's scaly skin). For a second, it seems like the LIZARD might be listening to what SPIDEY is saying.

SPIDER-MAN: How about you SETTLE DOWN so we can talk this out, MANO Y MONITOR?

SPIDEY CAPTION: A WHILE BACK, the Doc invented a SERUM derived from REPTILE DNA that he hoped would help REGENERATE his MISSING ARM.

Panel 4 Big panel. The LIZARD lunges at SPIDER-MAN with both of his clawed hands extended out in front of him (to show that he does have both arms). He isn't about to listen to reason in his current state. SPIDEY looks disappointed, but knows that he's going to have to fight back against his old friend if he hopes to save the day.

SPIDEY CAPTION: Clearly, it WORKED. But it also came with a COST:

LIZARD (burst): **HSSSSSS!**

SPIDER-MAN (small): FINE. SUIT YOURSELF.

SPIDEY CAPTION: SCALES, a TAIL...

PAGE THREE (6 panels)

Panel 1 Big panel. SPIDEY lands a huge uppercut to the LIZARD's jaw, stopping the monster's attack in mid-air! He's done trying to play nice and is ready to end this once and for all!

SPIDEY CAPTION: ...and a KNACK for ending up in JAIL!

SFX: **THUNK!**

SPIDER-MAN: SORRY ABOUT THIS, buddy...

Panel 2 LIZARD lies unconscious on the street as SPIDEY starts to web up the villain. LIZARD was defeated much easier than usual... but SPIDEY doesn't really notice yet. He's just glad the danger is over. A bunch of innocent bystanders are gathering around the hero and the defeated villain. One WOMAN is totally freaked out by the reptilian monstrosity that SPIDEY just defeated.

SPIDER-MAN: ...but you kinda ASKED FOR IT when you started RAMPAGING through the UPPER EAST SIDE.

SFX: **THWIP!**

WOMAN (small): THAT'S IT. I'm MOVING BACK to CLEVELAND.

SPIDEY CAPTION: Like I SAID, no matter HOW STRANGE it may seem to the CASUAL OBSERVER...

Panel 3 SPIDEY crouches down and talks to the stunned LIZARD (who is now webbed up and ready for transport). He's trying to appeal to the villain's human side, letting him know that this will all be over as soon as they get him back to the lab and inject him with some antidote.

SPIDEY CAPTION: ...this kind of thing is FAIRLY ROUTINE for YOURS TRULY.

SPIDER-MAN: Now let's get you BACK to your LAB, get you a BIG DOSE of ANTIDOTE, and TURN YOU BACK into -

Panel 4 Same as PANEL 3, but the LIZARD unexpectedly starts to morph back into his human form... but the transformation is only partially done, so we don't get a clear look at what that human form looks like quite yet.

NO DIALOGUE

Panel 5 Same as PANELS 3-4, but now the transformation is now complete, but instead of DR. CURT CONNORS, the LIZARD has transformed into an extremely pretty young girl. She seems dazed and confused and has no idea what just happened... and she's not the only one! SPIDEY is absolutely baffled! This is SO not what he expected.

SPIDER-MAN (burst): - **A LADY?**

SPIDEY CAPTION: Of course, there are still a FEW THINGS that can even TAKE ME by SURPRISE...

Panel 6 SPIDEY lifts the former LIZARD-GIRL into his arms gently. He knows something is wrong here and he's going to take her to somewhere safe before the police can arrest her.

GIRL (weak):

Where... WHERE AM I...?

SPIDER-MAN:

On your way to the HOSPITAL, miss. Everything's gonna be ALL RIGHT...

SPIDER-MAN (small):

...I HOPE...

PAGE FOUR (5 panels)

Panel 1 The next day. PETER PARKER is walking out of his chemistry class holding a stack of books. He is followed by a group of other students as he exits the classroom – one of which is the lovely LIZ ALLEN. LIZ calls to PETER, trying to get his attention before he disappears down the hallway.

CAPTION: MIDTOWN HIGH.
CAPTION: THE NEXT DAY.

SPIDEY CAPTION: Wanna know the CRAZY THING about being a TEENAGE SUPER HERO?

SPIDEY CAPTION: FIGHTING A GIRL who mysteriously turned into a LIZARD MONSTER is NO PROBLEM WHATSOEVER...

LIZ: PETE! HANG ON!

Panel 2 PETER turns and sheepishly talks to LIZ. It's clear from his body language that he is completely nervous around her – which is a big change from his usual SPIDEY confidence. LIZ asks PETER what he's doing after school, and PETER automatically assumes she's just going to use him for help on her homework (which is okay with him).

SPIDEY CAPTION: ...but TALKING to a NORMAL GIRL in my CHEMISTRY CLASS is somehow COMPLETELY TERRIFYING!

PETER: Oh, HEY! WHAT'S UP, Liz?

LIZ: I just wanted to SEE what you're DOING TONIGHT.

PETER: WHY? Did you need HELP with your LAB REPORT? Because you KNOW I'd be GLAD to --

Panel 3 Close on a very honest LIZ as she explains her true motives. She feels bad that FLASH and her other friends are always so tough on PETER, so she has invited him to join them at a movie. It took some convincing, but LIZ thinks that the other kids might be willing to give PETER a second chance if they get to know him better.
Room for dialogue.

LIZ: NO, silly. We're all going to CATCH A MOVIE later and I was HOPING you would COME ALONG.

LIZ: I mean, I KNOW Flash and his buddies have been JERKS to you in the PAST, but you've ALWAYS been REALLY NICE to ME. So I CONVINCED THEM to give you ANOTHER SHOT.

Panel 4 PETER is absolutely speechless. It's as if he's just been handed a free pass to popularity! LIZ laughs, acting like it's not that big of a deal.

PETER: YOU did that... for ME? WOW.

PETER: I...I don't know what to SAY...

LIZ: Just SAY you'll BE THERE.

Panel 5 PETER smiles big as LIZ starts to walk towards her next class. She's being a bit sassy with PETER, teasing him. But deep down, PETER knows that she isn't joking around. This is for real... and it might be his only chance to get in with the cool kids!

PETER: I WOULDN'T MISS IT!

LIZ:

You'd BETTER NOT, Parker!

LIZ:

This is your BIG CHANCE to PROVE YOURSELF...

LIZ:

...and OPPORTUNITIES LIKE THIS only come ONCE IN A LIFETIME!

PAGE FIVE (6 panels)

Panel 1 Later that afternoon. An establishing shot of a building on the campus of EMPIRE STATE UNIVERSITY. This is the science building (as the sign outside clearly denotes). It is also the building that houses the lab of DR. CURT CONNORS.

CAPTION: LATER...

SPIDEY CAPTION: I CAN'T STOP thinking about TONIGHT!
SPIDEY CAPTION: But AUNT MAY always tells me "BUSINESS BEFORE PLEASURE"...

SIGN: **EMPIRE STATE UNIVERSITY
SCIENCE CENTER**

Panel 2 PETER is standing in a waiting area (wearing his backpack as if he just came from school) and talking to a female RECEPTIONIST. The RECEPTIONIST is young and attractive – most likely a college student that is working as a lab assistant. She looks a bit bored with her job as she tells PETER that CONNORS hasn't been in the lab in over a week.

SPIDEY CAPTION: ...and RIGHT NOW I have to take care of some SERIOUS BUSINESS.

PETER: HI. I'm HERE to see DR. CONNORS.

RECEPTIONIST: The doctor HASN'T been into the LAB in over a WEEK.

Panel 3 PETER is concerned, so he starts to walk towards the lab door. The RECEPTIONIST calls out to PETER, telling him that he cannot go in there.

SPIDEY CAPTION: That's ODD. When he's not out LIZARDING, Connors hardly EVER LEAVES this place.

RECEPTIONIST: EXCUSE ME! You CAN'T go in there.

PETER: I was JUST gonna leave him a QUICK NOTE and --

Panel 4 The RECEPTIONIST tells PETER that he'll have to come back. PETER leans on the counter tries to flirt with the RECEPTIONIST (he's feeling a little overconfident because of his earlier interaction with LIZ) in hopes of convincing her to help him out.

RECEPTIONIST: I'm SORRY, but you'll have to COME BACK ANOTHER TIME.

SPIDEY CAPTION: I guess I'll have to TURN ON the same PARKER CHARM that WON OVER Liz Allen...

PETER: Oh, YEAH? What TIME is good for YOU?
PETER: How about TOMORROW NIGHT around 8:00?

Panel 5 A silent panel as PETER winks at the RECEPTIONIST. The RECEPTIONIST looks absolutely horrified by PETER's lame attempt to butter her up. After all, she's a college girl, and she's way more mature than some silly high school boy!

NO DIALOGUE

Panel 6 Similar to PANEL 5, but now the RECEPTIONIST is covering her eyes in shame and pointing at the lab door, telling PETER to go ahead. She's so embarrassed

for the kid that she's going to show some pity. PETER smiles to himself as he proudly heads into the lab.

RECEPTIONIST (small):

JUST GO. PLEASE.

SPIDEY CAPTION:

WORKS EVERY TIME.

PAGE SIX (6 panels)

Panel 1 PETER enters the lab and can't help but notice what a mess it is. Research papers are scattered everywhere. Vials of chemicals are strewn about. CONNORS would never leave his lab in this state. Something must be terribly wrong.

SPIDEY CAPTION: What a MESS.

SPIDEY CAPTION: It isn't AT ALL like the doc to leave his LAB in THIS SHAPE.

Panel 2 As PETER shuffles through the papers on the desk, we see from the various diagrams on the papers that they have to do with his LIZARD SERUM. We can show this by images of lizards at various stages of regeneration (i.e. a progress chart of a lizard's tail growing back) and some diagrams of DNA strands, etc.

SPIDEY CAPTION: And it DEFINITELY isn't like him to USE the LIZARD SERUM on ANYONE ELSE.

SPIDEY CAPTION: Connors has ALWAYS FELT that being the LIZARD was a CURSE...and it was a CURSE that he KNEW he had to bear ALONE.

Panel 3 PETER nervously looks around as he goes to DR.CONNORS' computer in hopes of finding some clues. He wouldn't normally break into someone's personal files, but he's realizing how desperate this situation might be.

SPIDEY CAPTION: He would NEVER subject INNOCENT PEOPLE to it...

Panel 4 Reverse angles to show an e-mail on the computer screen. It seems like someone has figured out the truth about the LIZARD... and they are threatening to use it against the doctor unless he cooperates! The text of the e-mail can be clipped off at the bottom of the panel, just as long as we get a decent chunk of it displayed.

e-MAIL: Dr. Connors,
We are aware of your research in the area of cellular regeneration - as well as its *unusual* side effects on human physiology. We require your immediate assistance with a project that calls for your unique expertise. Your voluntary cooperation is highly recommended. Should you refuse to aid our cause, the ramifications could be detrimental to your standing in the scientific community and --

SPIDEY CAPTION: ...unless someone FORCED HIM to.

Panel 5 PETER rushes over and opens up a refrigerated storage cabinet full of small vials of liquid. There are multiple vials filled with two different colored liquids - some GREEN and some YELLOW. These are CONNORS' samples of LIZARD SERUM and its ANTIDOTE!

SPIDEY CAPTION: I've gotta FIND HIM before it's TOO LATE.

SPIDEY CAPTION: And when I DO...

Panel 6 Small panel. Close on PETER's hand as he picks up a small YELLOW vial. We need to clearly see that it is marked "ANTIDOTE". The vial should have some sort of seal on top to prevent the liquid from spilling out (since it will soon be spending some time in PETER's backpack).

SPIDEY CAPTION:

...I'd better be PREPARED.

VIALS:

ANTIDOTE

PAGE SEVEN (6 panels)

Panel 1 The sun is setting as SPIDER-MAN swings on a web high above the streets of New York. Although our hero is in full costume, he is wearing his backpack (since he probably started searching for CONNORS right after he left the lab). This will be important later because he has the vials of ANTIDOTE inside the backpack.

CAPTION:

SOON...

SPIDEY CAPTION:

This is getting me NOWHERE.

SPIDEY CAPTION:

I KNOW that Connors is IN TROUBLE... but THAT'S pretty much ALL I KNOW.

Panel 2 Another angle as SPIDEY swings. He's about to give up because he really has no clue as to where CONNORS might be, and he's having no luck finding any leads. Besides, it's almost time to go see the movie that LIZ invited him to earlier.

SPIDEY CAPTION:

Maybe I should just HANG UP THE TIGHTS for the night and START FRESH TOMORROW.

SPIDEY CAPTION:

It's ALMOST TIME to MEET LIZ anyway.

SPIDEY CAPTION:

And the CHANCES of me STUMBLING ACROSS any CLUES to Connors' whereabouts are -

Panel 3 SPIDEY's luck changes as he sees another LIZARD creature running down a dark alley below. The creature sets off our hero's spider-sense.

SPIDEY CAPTION (small):

- apparently A LOT BETTER than I was about to SUGGEST.

Panel 4 SPIDER-MAN lands on the rooftop of a nearby warehouse, perching on the corner of the roof in a classic SPIDEY pose. He watches from a safe distance as the LIZARD creature enters the main building of a water treatment plant on the edge of the East River.

SPIDEY CAPTION:

He - she - umm...

SPIDEY CAPTION:

IT is heading into that WATER TREATMENT PLANT.

Panel 5 SPIDEY confidently swings down and prepares to enter the water treatment plant. He doesn't seem too worried about fighting the LIZARD again - whether it's the real deal or just another fake version. He's defeated them before and knows he can do it again.

SPIDEY CAPTION:

Don't know if that's the REAL LIZARD or just another DUPLICATE, but it DOESN'T REALLY MATTER.

SPIDEY CAPTION:

I've fought them BOTH before and WON.

Panel 6 Close on SPIDEY as he pushes the main door of the treatment plant and enters. He has no idea what he's about to walk into...

SPIDEY CAPTION:

ONE MORE LIZARD is NO BIG DEAL.

PAGE EIGHT (1 panel)**Panel 1****SPLASH PAGE!**

SPIDEY enters the treatment plant's main corridor and finds that it is swarming with TEN LIZARDS! He realizes that he may very well have spoken too soon.

Each of the LIZARDS should have on different tattered street clothes. They are all innocent people who have been experimented on - and we want to make sure that they have clothes on when they revert to human form in a few pages!

The corridor should be very dank and industrial, with all sorts of pipes and wires lining the walls and ceiling. This is NOT the room where the plant's main water tank is. We'll save that area for later!

SPIDEY CAPTION:

TEN MORE LIZARDS?

LIZARDS:

HSSSSSS! HSSSSSS!

SPIDEY CAPTION:

Now THAT might be a PROBLEM...

PAGE NINE (5 panels)

Panel 1 As the swarm of LIZARDS starts to rush towards SPIDEY, our hero leaps into action!

SPIDER-MAN: This is EXACTLY why I only drink BOTTLED WATER.
SPIDER-MAN: PURIFY it ALL YOU WANT, but you still NEVER KNOW what the EAST RIVER is gonna DO to ya!

SPIDEY CAPTION: Another BATCH OF BEASTIES, and I bet NOT ONE OF THEM is the LIZARD I'm LOOKING FOR.

Panel 2 SPIDEY leaps out of the way as a few of the LIZARDS swipe at him with claws and tails. Lets have lots of action here as the reptilian baddies try to overwhelm the webslinger.

SPIDEY CAPTION: EVEN SO, they still seem to have ANGER ISSUES involving YOURS TRULY!

SPIDEY CAPTION (small): Must be a GENETIC THING...

Panel 3 SPIDEY counters the attack as he kicks one LIZARD (in front of him) while simultaneously punching another LIZARD (behind him). SPIDEY may be outnumbered, but he's still got a lot more experience on the battlefield than these carbon copied creeps!

SPIDEY CAPTION: You KNOW what they SAY about COPIES, though.

LIZARD: **HSSSS!**

SFX: **THWAM! THWAK!**

SPIDEY CAPTION: They're NEVER AS GOOD as the ORIGINAL.

Panel 4 SPIDEY leaps and sticks to the wall, narrowly dodging a claw swipe of one of the LIZARDS. Instead, the faux LIZARD accidentally slashes through some electrical wire on the wall, which begins to spark wildly.

SPIDEY CAPTION: These WANNABES aren't NEARLY as FAST or as STRONG as the REAL LIZARD...

SFX: **SHRAK!**

Panel 5 Still clinging to the wall, SPIDEY grabs the wheel-like valve handle on a large water pipe and rips it off. A stream of water begins to spew all over the floor of the corridor. The angry - and wet - LIZARDS are rushing towards SPIDEY for another attack.

Let's have the sparking wire (from the previous panel) still dangling nearby to set up SPIDEY's next big move (at the top of PAGE 10).

SPIDEY CAPTION: ...and even though HIS BRAIN is only about the size of a PEA...

SFX: **KRAKT!**

SFX (water): **FWOOSH!**

PAGE TEN (4 panels)

Panel 1 Big panel. SPIDEY grabs the sparking wire and touches the end of it into the pool of water on the ground, zapping the horde of LIZARDS with a major electrical charge! To avoid shocking himself, SPIDEY is still sticking to the wall as he does this.
The LIZARDS are caught in the strong surge and their bodies are covered in crackling electrical energy. They fell right into SPIDEY's trap!

SPIDEY CAPTION: ...they CLEARLY aren't as SMART either!

SFX (big, open): **KZAAAK!**

Panel 2 SPIDEY has hung the electrical wire back on the wall (so it isn't touching the water anymore) and has climbed down to assess the damage. The LIZARDS are all lying unconscious in the pool of water on the floor of the corridor. The battle is won... for now...
SPIDEY has opened his backpack and is holding a handful of small yellow ANTIDOTE vials. He is going to turn the LIZARDS back into their human forms.

SPIDEY CAPTION: Gotta ACT FAST before the LIZARD LEGION has time to RECOVER.

SPIDEY CAPTION: GOOD THING I brought along that EXTRA ANTIDOTE.

Panel 3 SPIDEY looks down, surprised to see that the LIZARDS have already turned back to human form without the antidote – just like the girl did on PAGE 3. He should have seen that one coming, but he's so used to dealing with the real LIZARD.
NOTE: Feel free to diversify the former LIZARDS as much as you like in terms of age, gender and race. At Marvel, everyone gets a shot to be a super-villain!

SPIDEY CAPTION (small): OR they could just do THAT again.

SPIDEY CAPTION: I don't know WHO these people ARE, but I'm guessing they're probably just as OBLIVIOUS about WHAT'S GOING ON as that GIRL was YESTERDAY.

Panel 4 SPIDEY doesn't know what's happening here, but he decides to go deeper into the filtration plant to search for more answers. As he heads down the corridor into the distance, we see the former LIZARDS starting to recover from the big shock he gave them a moment ago (to show our readers that they aren't dead!).

SPIDEY CAPTION: The LEAST I can do is try to FIND some ANSWERS...

SPIDEY CAPTION: ...and hopefully PREVENT THIS from happening to ANYONE ELSE!

PAGE ELEVEN (4 panels)

Panel 1 SPIDEY approaches an open door at the end of the long, dark corridor. He is excited to hear a familiar voice from the other side.

CONNORS (off-panel): You – you CAN'T! It's TOO DANGEROUS!

SPIDEY CAPTION: That's DR. CONNORS! He's HERE – and he's STILL HUMAN!

Panel 2 SPIDEY rushes through the door and out onto a narrow metal walkway that surrounds the upper part of the main filtration room (like a catwalk). We don't see what is going on below quite yet, but as our hero approaches the railing and looks down, his spider-sense goes wild!

SPIDEY CAPTION: That's the GOOD NEWS.

SPIDEY CAPTION: The BAD NEWS?

Panel 3 Big panel. We pull back to show what SPIDEY has just seen in the main filtration room. There is a large circular water tank in the center of the room with a platform leading up to its edge. On the platform, we see DR. CURT CONNORS on his knees, held captive by four members of the sinister SERPENT SOCIETY – SIDEWINDER, ANACONDA, COTTONMOUTH and KING COBRA. CONNORS should have some sort of high tech cuffs around his wrists and ankles to keep him from running (and fighting) throughout this scene. His hands should be in front of his body, though (not behind). Let's stage this panel so that we can see SPIDEY off in the distance, watching from the shadows up on the catwalk.

SPIDEY CAPTION: HE'S NOT ALONE.

SIDEWINDER: You will DO what you are TOLD, doctor, or you will feel the CRUSHING GRIP of the SERPENT SOCIETY!

SPIDEY CAPTION (small): SNAKES. WHY did it have to be SNAKES?

Panel 4 Reverse angles so that we're looking over SPIDEY's shoulder at the gathering of villains below. He doesn't know what the SERPENT SOCIETY is up to – or why they're even here in our country – but he knows he isn't about to let them get away with anything evil on his turf!

SPIDEY CAPTION: I thought the SERPENT SOCIETY was just a KOOKY SOUTH AMERICAN CULT.

SPIDEY CAPTION: Don't KNOW HOW or WHY they SLITHERED their way NORTH of the BORDER...

PAGE TWELVE (5 panels)

Panel 1 Big panel. SPIDEY spins a web and swings over the water tank – right towards the platform where the SERPENT SOCIETY is holding CONNORS captive. The villains are less than thrilled to see the hero arriving on the scene.

SPIDEY CAPTION: ...but I might as well give those COLD-BLOODED CREEPS a NICE WARM WELCOME!

SPIDER-MAN: Why didn't you guys TELL ME this was A POOL PARTY?
SPIDER-MAN: I would've brought my FLOATIES!

COTTONMOUTH (burst): **SPIDER-MAN?!**

Panel 2 SPIDER-MAN releases his webline and gracefully lands on the platform next to the kneeling CONNORS. He has some important questions about what is happening here. The shocked SERPENT SOCIETY surrounds the newly arrived hero, preparing to attack.

CONNORS: THANK GOODNESS you're here!

SPIDER-MAN: NICE to see YOU too, Doc. But would you MIND telling me WHAT'S GOING ON?

Panel 3 CONNORS explains why he's a captive of the SERPENT SOCIETY. As he talks, COTTONMOUTH is lunging at SPIDEY... but our hero easily manages to vault over the villain like a pommel horse.

CONNORS: The SERPENT SOCIETY discovered the TRUTH about my LIZARD FORMULA.

CONNORS: When I REFUSED to give them its SECRETS, they KIDNAPPED ME and forced me to EXPERIMENT on POOR, INNOCENT PEOPLE.

SPIDER-MAN (small): YEAH... I have a feeling I ALREADY MET THEM...

Panel 4 Close on CONNORS as he reveals what the SERPENT SOCIETY's big plan is. From his expression, we can tell that the idea is definitely not one he agrees with!

CONNORS: Now they want to CONTAMINATE THE CITY'S WATER SUPPLY with my SERUM –

CONNORS: – and turn EVERY NEW YORKER into a MINDLESS LIZARD!

Panel 5 SPIDEY is grappling hand-to-hand with SIDEWINDER. SPIDEY thinks that their plan is pretty crazy... but SIDEWINDER seems to think it's the perfect scheme! COBRA helps COTTONMOUTH to his feet in the background. ANACONDA is standing guard in front of CONNORS.

SPIDER-MAN: That's ABSOLUTELY NUTS!

SIDEWINDER: On the CONTRARY. It's ABSOLUTE PARADISE.
SIDEWINDER: A REPTILIAN UTOPIA... and it will be OURS to RULE FOREVER!

SPIDEY CAPTION:

I'm not about to let these PSYCHO SERPENTS take a
BITE out of the BIG APPLE...

PAGE THIRTEEN (4 panels)

Panel 1 Big panel. At SIDEWINDER's command, the other three members of the SERPENT SOCIETY rush towards SPIDEY. The villains should all look very formidable here as they prepare to strike!

SPIDEY CAPTION: ...but with FOUR AGAINST ONE, the ODDS aren't exactly IN MY FAVOR.

SIDEWINDER (burst): **DEVOUR HIM!**

Panel 2 SPIDEY uses both wrists to shoot some webs on a large piece of machinery next to the water tank (used to aid in the distillation process).

SFX: **THWIP!**

SPIDEY CAPTION: Maybe it's time to TIP THE SCALES in MY DIRECTION.

Panel 3 SPIDEY gives his weblines a strong tug, bringing the large piece of machinery toppling down towards the platform, blocking the path of the approaching SERPENTS. He's not trying to crush them... he's just trying to obstruct their path so he has a few extra moments to react.

ANACONDA (burst): **COBRA! LOOK OUT!**

Panel 4 Much to SPIDEY's surprise, ANACONDA elongates her arms into thick snake-like coils to catch the large piece of machinery. COBRA slithers through the small space below the heavy equipment in the way only a snake could! This is our first glimpse of the villains using their super powers... and it has definitely caught SPIDEY off guard!

COBRA: NICE CATCH, Anaconda.

SPIDEY CAPTION (small): Well, THAT didn't WORK like I HOPED...

PAGE FOURTEEN (4 panels)

Panel 1 COBRA engages SPIDER-MAN, kicking our hero in the chest with tremendous force. SPIDEY is trying to shoot some webs at COBRA, but the way the villain's body is positioned suggests that he used his snake-like skeleton to contort out of the way of the web blast. It's kinda creepy!

NOTE: The battle has now moved off of the platform and down to the floor of the main filtration room. SIDEWINDER and CONNORS are still up on the platform beside the main water tank.

SPIDER-MAN:
SPIDER-MAN:

HEY! NOT FAIR with the KICKING!
SNAKES aren't supposed to have LEGS!

SFX:

THWIP!

COBRA:
COBRA:

You want REALISM? FINE!
He's ALL YOURS, Cottonmouth!

Panel 2 SPIDEY lands on the ground (after being kicked back by COBRA) and sees COTTONMOUTH approaching. The villain looks fairly normal right now – just a guy in a snake costume with no evident powers. SPIDEY teases him about his name.

SPIDER-MAN:
SPIDER-MAN:
SPIDER-MAN:

"COTTONMOUTH"?
AWW... that may be the most ADORABLE super-villain name EVER!
It sounds all SOFT and FLUFFY...

Panel 3 As COTTONMOUTH gets close to SPIDEY, he opens his genetically-enhanced snake jaw to reveal his giant fangs! This guy is absolutely horrifying when he uses his powers... but it makes for one heck of a visual!

SPIDER-MAN:
SPIDER-MAN (small):

...and GROSSLY INACCURATE.
EMPHASIS on "GROSS".

COTTONMOUTH

TTSSSS!

Panel 4 Right before COTTONMOUTH can take a huge bite out of SPIDEY, our hero flips backwards and shoots a stream of webbing directly into the villain's open jaws! COTTONMOUTH is taken completely off guard by SPIDEY's counterattack.

SPIDER-MAN:

Let's CALL YOU something a bit more APPROPRIATE.

SFX:

THWIP!

SPIDER-MAN:

How about "WEBMOUTH"? Or "CAPTAIN STICKYJAWS"?

COTTONMOUTH:

MMFFF!

PAGE FIFTEEN (5 panels)

Panel 1 Big panel. SPIDER-MAN continues to fight the COBRA and ANACONDA on the floor of the filtration room. They are keeping our hero on his toes, but he is moving fast enough to avoid their attacks. (COTTONMOUTH is still trying to pull the webbing out from between his teeth!)
High above the fight, SIDEWINDER stands on the platform next to the tank and looks down at his fellow SERPENTS battling SPIDEY. He knows SPIDEY stands no chance.
Room for dialogue.

SIDEWINDER: Your INTERFERENCE means NOTHING! Our PLAN will not be STOPPED!

SPIDER-MAN: I HATE to BREAK IT to you, big guy, but your scheme ISN'T gonna WORK.

SPIDER-MAN: All of the LIZARDS I FOUGHT reverted back to HUMAN FORM real quick-like!

SPIDER-MAN: WHY BOTHER if your "PARADISE" is only gonna last a FEW HOURS?

Panel 2 CONNORS nervously calls down to SPIDEY, telling him why the serum didn't work well during the earlier tests. There's a reason all those LIZARDS changed back to human form so quickly.

CONNORS: The FIRST BATCH OF SERUM became TOO DILUTED when mixed with WATER.

CONNORS: That's why the INITIAL BATCH of TRANSFORMATIONS didn't HOLD.

Panel 3 SIDEWINDER proudly holds up a vial of glowing green liquid. This is a super-strong version of the LIZARD SERUM that is designed to be transmitted via water.

SIDEWINDER: But the GOOD DOCTOR has MODIFIED his FORMULA to COMPENSATE for that.

SIDEWINDER: ONE DROP of this SUPER-CONCENTRATED SERUM will contaminate THOUSANDS OF GALLONS of water!

Panel 4 Same as PANEL 4, but now the vial of green liquid is getting yanked out of SIDEWINDER's hand by one of SPIDEY's weblines! Our hero is desperately trying to make sure the super-serum doesn't go anywhere near the water. SIDEWINDER didn't see this coming.

SIDEWINDER (small): eh?

SFX: **THWIP!**

SPIDER-MAN (off-panel): Something THAT POWERFUL belongs in MUCH SAFER HANDS!

Panel 5 Suddenly, SPIDEY is unexpectedly surrounded by the snake-like arms of ANACONDA. He may be holding the vial of LIZARD SERUM... but it won't do him a lot of good if he's a captive of the SERPENT SOCIETY!

ANACONDA: And YOU belong in MUCH MORE DANGEROUS ONES, hero!

SPIDER-MAN (small):

NOT GOOD.

PAGE SIXTEEN (5 panels)

Panel 1 ANACONDA returns to the main platform to join SIDEWINDER. SPIDEY is still completely constricted in her arms... and it looks like our hero is getting the life squeezed out of him! COTTONMOUTH and COBRA follow behind ANACONDA.

As the villains arrive back on the platform, SIDEWINDER is taking the vial of LIZARD SERUM out of the captured SPIDEY's hand (which is sticking out between the coils of ANACONDA's arms). It should actually look like the bad guys are about to win!!!

SPIDER-MAN:

HATE to... TURN DOWN a FREE HUG...

SPIDER-MAN:

...but you're REALLY... *NNWH*...not MY TYPE!

ANACONDA:

Can I CRUSH the BRAT, Sidewinder? PLEASE?!

SIDEWINDER:

NO. NOT YET.

SIDEWINDER:

I want him to WATCH as the Serpent Society TRIUMPHS!

Panel 2 SIDEWINDER hands the glowing green vial to CONNORS, who is still kneeling on the platform. He is going to give CONNORS the "honor" of dumping in the liquid since he created it. CONNORS looks terrified as he takes the vial. He doesn't know what to do!

SIDEWINDER:

OUR PLAN would not have been POSSIBLE without YOU, Doctor.

SIDEWINDER:

YOUR BRILLIANT VISION will ALLOW us to RESHAPE the WORLD in YOUR IMAGE!

SIDEWINDER:

This HONOR belongs to YOU.

CONNORS:

I... I...

Panel 3 Close on SPIDEY, who is still trapped in the arms of ANACONDA. He may be running out of breath... but he's not giving up hope. He tries desperately to convince CONNORS to do something heroic.
Room for dialogue.

SPIDER-MAN (weak):

DOC! Don't... *UNH*... DON'T DO IT!

SPIDER-MAN (weak):

Don't FOLLOW... their ORDERS...

SPIDER-MAN (weak):

You gotta... FOLLOW... *GAH* ... your HEART!

SPIDER-MAN (weak):

The LIZARD may be a VILLAIN... but YOU... YOU'RE NOT...

SPIDER-MAN (weak):

You can STILL... *NNGH*... be a HERO!

Panel 4 Small panel. CONNORS looks at the glowing green vial. He knows SPIDEY is correct... and he has to do something to set things right before it's too late.

CONNORS (small):

You're RIGHT.

Panel 5 Small panel. Similar to PANEL 5, but now CONNORS is drinking the super-concentrated glowing liquid in the vial! (That can't be good!)

SFX:

GULP!

SPIDEY CAPTION (small):

That's NOT QUITE what I MEANT...

PAGE SEVENTEEN (4 panels)

Panel 1 First of three small panels across the top of the page. CONNORS is clutching his stomach as he begins the transformation process. He seems to be in great pain as the super-thick serum takes effect. The empty vial is falling from his hand.

CONNORS: The LIZARD has already RUINED MY LIFE...

Panel 2 CONNORS is halfway to becoming the LIZARD now. Not only is he getting greener and uglier – he’s also getting bigger! The extra-powerful serum is having strange effects...

CONNORS: ...I WON'T let him DESTROY the LIVES of MY FELLOW NEW YORKERS!

Panel 3 CONNORS is in full LIZARD mode now, and he lets out a shriek as he continues to grow. It's like the borders of panel can barely hold him!

SPIDEY CAPTION: SOUNDS GOOD, Doc...

CONNORS (burst): **GAAHHH**

Panel 4 Huge panel! The LIZARD is about 30 feet tall now and is standing in the large filtration room. SPIDEY and the SERPENT SOCIETY are still on the platform, looking up at the giant monster in terror! Things are about to get a lot worse... **NOTE:** Let's have a few strategic pieces of tattered clothing hanging off the LIZARD. Though it may not make much sense in terms of fabric physics, this is still an all-ages book... and we don't want a big naked villain running around the city!

SPIDEY CAPTION: ...but WHO'S going to prevent YOU from DESTROYING NEW YORK ITSELF?!

LIZARD (burst): **HHSSSSS!**

SPIDEY CAPTION (small): Oh, like I REALLY have to ASK...

PAGE EIGHTEEN (5 panels)

Panel 1 A wide shot across the top of the page. Left to right, we see COTTONMOUTH, COBRA, SEWINDER, SPIDER-MAN and ANACONDA. They are all standing in the shadow of the giant LIZARD, looking up at the beast with expressions of awe. ANACONDA is so distracted by the majesty of the LIZARD that she has released her grip on SPIDER-MAN.

COBRA: It's... it's...

SEWINDER: BEAUTIFUL.

SPIDER-MAN (small): I was RIGHT. You guys are NUTS.

Panel 2 The moment of awe-filled reverence is shattered as the LIZARD's giant fist strikes the platform that SPIDEY and the SERPENT SOCIETY are all standing on. As the platform is crushed, we see SPIDEY and the villains all diving out of the way, narrowly avoiding the LIZARD's giant hand.

SFX: **THOOM!**

Panel 3 SPIDEY tries to rally the SERPENT SOCIETY to his side, hoping that maybe the villains will help him defeat the giant LIZARD before it destroys NYC. After all, they wanted to conquer the city, not flatten it! Too bad the villains have no desire to help. They are too busy watching the LIZARD in action. He's like a gigantic scaly god to them!

SPIDER-MAN: We have to STOP HIM before he turns your PARADISE into a WASTELAND!

COTTONMOUTH: STOP HIM?

ANACONDA: Are you KIDDING, kid?!

Panel 4 SEWINDER begins to teleport himself and his fellow SERPENT SOCIETY members out of the water treatment plant (that's his super power!), reminding SPIDEY that the SERPENT SOCIETY has won the day (even if it wasn't in the way they originally planned)! SPIDEY watches helplessly as the villains begin to disappear from sight. In the background, we see the giant foot of the LIZARD.

SEWINDER: Our PLANS may have been ALTERED, but your FRIEND has made CERTAIN that the city will STILL FEEL our REPTILIAN WRATH!

SPIDER-MAN: HEY! WHERE do you THINK you're -

SPIDEY CAPTION: They're GONE, Spidey. Just FORGET about them.

Panel 5 SPIDEY watches as the giant LIZARD crashes through the wall of the water treatment plant... and out into the open night! He's heading right towards the center of the city!

SPIDEY CAPTION: RIGHT NOW, you've got BIGGER PROBLEMS.

SFX: **KRASH!**

SPIDEY CAPTION:

WAAAAAY BIGGER.

PAGE NINETEEN (4 panels)

Panel 1 SPIDEY follows the giant LIZARD out of the water treatment plans and onto the street. The LIZARD is knocking over a lamppost without even noticing. The water treatment plant may be near the East River, but not too far in the distance we can see the skyline of Midtown with its usual beckoning glow.

SPIDEY CAPTION:

Oh, CRUD. He's heading for MIDTOWN.

SPIDEY CAPTION:

There's NO TELLING how much DAMAGE he could do on BUSY MANHATTAN STREETS.

Panel 2 SPIDEY picks up the large broken lamppost and swings it at the LIZARD's ankle, hitting the beast to draw its attention away from the shiny lights of the city. He'd rather take the hit personally if it means he saves Manhattan!

SPIDEY CAPTION:

Gotta keep his ATTENTION away from the BRIGHT LIGHTS of the CITY.

SPIDER-MAN (burst):

HEY, UGLY! DOWN HERE!

Panel 3 An up shot (from behind SPIDEY) as the giant LIZARD pauses for a moment to lean down and examine our tiny hero. Although the rampage has halted momentarily, it should still be pretty scary as SPIDEY comes face-to-enormous-face with his feral foe!
LIZARD should be pretty frightening here - his mouth slightly open and large globs of drool hanging from his lips as he examines his prey. Yikes!

SPIDEY CAPTION:

Fortunately, it's the LITTLE THINGS that make NEW YORK so EXCITNG.

SPIDEY CAPTION:

You've just gotta TAKE THE TIME to LOOK for them.

LIZARD:

HSSS?

SPIDER-MAN:

That's RIGHT! You REMEMBER ME, don't ya?

SPIDER-MAN:

Your FRIENDLY NEIGHBORHOOD -

Panel 4 The LIZARD chomps his giant jaws down towards the much smaller SPIDEY! Luckily, our hero leaps out of the way just seconds before becoming the villain's bite-sized snack!

SFX:

CHOMP!

SPIDER-MAN (small):

I'll TAKE THAT as a "YES".

PAGE TWENTY-ONE (5 panels)

Panel 1 Big panel. The giant LIZARD roars as it begins to shrink down to normal size – reverting back to human form in the process. SPIDEY should be leaping off the LIZARD’s shoulder here and riding a webline to somewhere a bit more safe.

LIZARD: **RAAAHHHHRRR!**

Panel 2 SPIDEY rejoins DR. CONNORS (who, thankfully, is still sporting some strategic pieces of the tattered fabric). The disoriented CONNORS is desperately trying to regain his bearings. SPIDEY is trying to help his friend slowly get back on his feet.

CONNORS: What... WHAT HAPPENED?

SPIDER-MAN: You went all GODZILLA on us for a MINUTE there, Doc.
SPIDER-MAN: But NO WORRIES! It’s ALL OVER NOW!

Panel 3 Close on CONNORS. He looks extremely distraught as he realizes that his actions may have just potentially caused him far greater problems down the road. It’s clear from the anguish on his face that he is fighting with every ounce of mental power to keep the LIZARD from reemerging.

CONNORS: I’m NOT SURE it IS...
CONNORS: I can STILL FEEL the LIZARD inside of me, trying to
CLAW his way to the SURFACE.
CONNORS: There’s NO TELLING what effect THAT MUCH SERUM
will have on MY BODY... or MY MIND...

Panel 4 SPIDEY tries to tell CONNORS to think positive. He did manage to stop the SERPENT SOCIETY and save the day! CONNORS smiles a bit, thankful for his friend’s kind words.

SPIDER-MAN: Then it’s a GOOD THING I know where you keep the
EXTRA ANTIDOTE!
SPIDER-MAN: Just RELAX and TRY to FOCUS on the GOOD STUFF for
now. You SAVED a lot of PEOPLE today!

Panel 5 A shot from behind as SPIDEY and CONNORS walk towards the city together. SPIDEY has his arm around his friend’s shoulder, supporting him both physically and emotionally.
It seems like this might be a happy ending... but SPIDEY knows deep down that there’s no such thing!

CONNORS: I... I was only TRYING to do the RIGHT THING...

SPIDER-MAN: You DID.

SPIDEY CAPTION: It’s a SHAME that DOING WHAT’S RIGHT often comes
with a PRICE...

PAGE TWENTY-TWO (6 panels)

Panel 1 Later. PETER arrives outside the movie theatre to meet LIZ, FLASH and a few other random MIDTOWN HIGH students. PETER is still carrying his backpack, since he has come right from the battle with the LIZARD. He looks like he's really been through the wringer! FLASH is wearing a pair of 3-D glasses... and he's less than thrilled that PETER is so late!

SPIDEY CAPTION: ...but the GOOD THINGS in life NEVER COME EASY.

PETER: SORRY, I'm LATE. I -

FLASH: It's ABOUT TIME, Parker! We're MISSING the TRAILERS!

Panel 2 LIZ seems concerned as she notices that PETER isn't looking too well. But PETER tries to change the subject. He's thrilled that he's going to be able to put his hard day behind him and enjoy the escapism that only movies can provide.

LIZ: Are you ALL RIGHT, Peter?

PETER: YEAH. Just LOOKING FORWARD to ESCAPING REAL LIFE for a FEW HOURS.

PETER: What are we SEEING?

Panel 3 FLASH excitedly points to a movie poster showing a giant reptilian Kirby monster (known as MEGASAUR) attacking the NY skyline! The title on the poster reads "MEGASAUR TAKES MANHATTAN" and another small blurb reads "IN 3-D!"
LIZ rolls her eyes, clearly disapproving of FLASH's lame movie pick. (She would probably rather go see a romantic comedy.)

FLASH: "MEGASAUR TAKES MANHATTAN"!

LIZ: It was FLASH'S TURN to PICK.

Panel 4 PETER looks a bit uneasy as he decides to opt out of the movie. LIZ pulls PETER aside and looks upset. She worked real hard to set this up and she's not too thrilled that PETER is just giving away his one shot at popularity!

PETER: You know WHAT? I think I'm gonna SKIP THIS ONE...

LIZ (whisper): Are you out of your MIND?

LIZ (whisper): Do you know HOW HARD IT WAS to convince Flash to let you COME ALONG?

LIZ (whisper): If you PASS THIS UP, you don't get ANOTHER TRY!

Panel 5 PETER smiles at LIZ. He looks real sincere as he explains his motives here. Just like he told the LIZARD earlier, he's going to do what his heart says is right rather than conforming to what others want him to do. He knows it's the right choice for him, and he's willing to face the consequences.

PETER: I KNOW, Liz...but I'd rather GO WITH MY GUT than WITH THE CROWD.

PETER: It may mean MORE WEDGIES, but it also means A LOT FEWER NIGHTMARES!

Panel 6

As PETER walks away, he can't help but smile to himself. FLASH tries to get in one last dig, but he has no idea that PETER already knows how the movie ends... because he just lived it! A very disappointed LIZ stands with FLASH as they watch PETER depart.

FLASH:

YOUR LOSS, Parker!

FLASH:

You AIN'T SEEN a CITY GET EATEN 'til you've seen it in 3-D IMAX!

PETER (small):

You'd be SURPRISED...

CAPTION:

END.